Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
NAPLETON AUTO WERKS 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 05/01/1990

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

NAPLETON AUTO WERKS

6600 E. RIVERSIDE BOULEVARD
LOVES PARK, IL 61111

2b Employer Identification Number (EIN)
36-4077925

2c Sponsor's telephone number
815-636-6600

2d Business code (see instructions)
441110

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	07/26/2013	SUSAN ADKINS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	07/26/2013	SUSAN ADKINS
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	271
6 Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a Active participants	**6a**	207
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	52
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	259
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f Total. Add lines **6d** and **6e**	**6f**	259
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	149
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 3D 2K 2T

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[ ] Insurance	**(1)**	[ ] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	**(2)**	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	**(3)**	[X] Trust
(4)	[ ] General assets of the sponsor	**(4)**	[ ] General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1) [X] **R** (Retirement Plan Information)

(2) [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary

(3) [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1) [X] **H** (Financial Information)

(2) [ ] **I** (Financial Information – Small Plan)

(3) [ ] ___ **A** (Insurance Information)

(4) [X] **C** (Service Provider Information)

(5) [ ] **D** (DFE/Participating Plan Information)

(6) [ ] **G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2012** **This Form is Open to Public Inspection.**

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
NAPLETON AUTO WERKS 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
NAPLETON AUTO WERKS

D Employer Identification Number (EIN)
36-4077925

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

AMERICAN GENERAL SECURITIES INC.
1202 NORTH 75TH STREET
SUITE 321
DOWNERS GROVE, IL 60516

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

AMERICAN GENERAL SECURITIES IN

1202 NORTH 75TH STREET
SUITE 321
DOWNERS GROVE, IL 60516

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
33 63	BROKERAGE	0	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] No [ ]

(a) Enter name and EIN or address (see instructions)

ASCENSUS

11-3665754

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
99 37 15 60 50 64	RECORDKEEPER	3282	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
AMERICAN GENERAL SECURITIES IN	33 63	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
OPPENHEIMER TWO WORLD FINANCIAL CENTER 225 LIBERTY STREET NEW YORK, NY 10281	SEE THE ATTACHED FORMULA DESCRIPTION REPORT LISTING THE FORMULAS FOR 12B-1 REVENUE BY FUND.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ASCENSUS	15 60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
OPPENHEIMER TWO WORLD FINANCIAL CENTER 225 LIBERTY STREET NEW YORK, NY 10281	SEE THE ATTACHED FORMULA DESCRIPTION REPORT LISTING THE FORMULAS FOR SUB-TA REVENUE BY FUND.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

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(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
NAPLETON AUTO WERKS 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
NAPLETON AUTO WERKS

D Employer Identification Number (EIN)
36-4077925

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)	6123	5639
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	862940	1111784
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	142918	136878
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	4341552	4569745
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	5353533	5824046
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	5353533	5824046

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)		
	(B) Participants	2a(1)(B)	378788	
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		378788
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	142	
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	4394	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		4536
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	43851	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		43851
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		598130
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1025305
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	551510	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		551510
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	3282	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		3282
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		554792
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		470513
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: BORHART, SPELLMEYER AND COMPANY LLC **(2)** EIN: 36-3650395

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If "Yes," enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
NAPLETON AUTO WERKS 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
NAPLETON AUTO WERKS

D Employer Identification Number (EIN)
36-4077925

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 45-0404698

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a	The current year	**14a**	
b	The plan year immediately preceding the current plan year	**14b**	
c	The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a	The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b	The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a	Enter the number of employers who withdrew during the preceding plan year	**16a**	
b	If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

NAPLETON AUTO WERKS 401(k) PLAN

FINANCIAL STATEMENTS
AND
INDEPENDENT AUDITORS' REPORT

DECEMBER 31, 2012 AND 2011

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BORHART
SPELLMEYER &
COMPANY, LLC

certified public accountants and consultants

INDEPENDENT AUDITORS' REPORT

Trustees and Administrator
Napleton Auto Werks 401(k) Plan
Loves Park, Illinois

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Napleton Auto Werks 401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note E, which was certified by OFI Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for our opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule as listed in the accompanying contents, which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Borhart Spellmeyer & Company, LLC

Elgin, Illinois
July 24, 2013

FINANCIAL STATEMENTS

NAPLETON AUTO WERKS 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31,

	2012	2011
ASSETS		
Investments at fair value		
Mutual funds	$ 5,681,529	$ 5,204,492
Notes receivable from participants	136,878	142,918
Participant contributions receivable	5,639	6,123
Total plan assets	5,824,046	5,353,533
LIABILITIES	-	-
NET ASSETS AVAILABLE FOR BENEFITS	$ 5,824,046	$ 5,353,533

The accompanying notes are an integral part of these financial statements.

NAPLETON AUTO WERKS 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year ended December 31, 2012

Additions to net assets attributed to		
Investment income		
Interest and dividend income	$ 84,702	
Interest income, notes receivable	4,393	
Net appreciation in market value of investments	557,422	$ 646,517
Participant contributions		378,788
Total additions		1,025,305
Deductions from net assets attributed to		
Benefits paid to participants	551,510	
Administrative expenses	3,282	554,792
Net increase		470,513
Net assets available for benefits at beginning of period		5,353,533
Net assets available for benefits at end of period		$ 5,824,046

The accompanying notes are an integral part of these financial statements.

NOTE A – PLAN DESCRIPTION

The following description of the Napleton Auto Werks 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

1. General

The Plan was adopted effective May 1, 1990. The Plan is a defined contribution plan covering all non-union employees of Napleton Auto Werks (the Company), who meet the minimum eligibility requirements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

2. Eligibility

Employees qualify for participation in the Plan after completing 1,000 hours of service within one year of service and attainment of age 21. Employees whose employment is governed by a collective bargaining agreement are not eligible.

3. Contributions

Participants may elect to contribute from 1% to 15% of their annual eligible compensation for the year, up to $17,000 in 2012 or $22,500 if age 50 or older and $16,500 in 2011 or $22,000 if age 50 or older. In addition, the Company may make matching 401(k) contributions equal to a discretionary percentage determined annually by the Company. No matching contributions were made in 2012 or 2011.

The Company may make discretionary profit sharing contribution to the Plan at the discretion of the Company's Board of Directors. The Company did not elect to make a profit sharing contribution for the years ended December 31, 2012 and 2011.

4. Participant Accounts

Separate accounts are maintained for all participants to reflect their interest in each investment fund. Each participant's account is credited with the participant's contributions, the Company's matching contributions, and allocations, as defined, of (a) the Company's profit sharing contribution, if any, and (b) investment earnings or losses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

NOTE A – PLAN DESCRIPTION – Continued

5. Vesting

Participants are immediately 100% vested in their elective deferred contributions and the actual earnings thereon. The participants are vested in the Company's matching 401(k) contributions and the discretionary contributions according to the following:

Years of Service	Percentage
Less than 1	0%
1	20%
2	40%
3	60%
4	80%
5 or more	100%

6. Participant Loans

A participant may borrow up to the lesser of $50,000 or 50% of his or her vested account balance, with a minimum loan amount of $1,000. In general, the maximum loan term is five years. The loans are secured by the balance in the participant's account and bear interest at prime. The interest rate on outstanding loans at December 31, 2012 range from 3.25% to 5.00%.

7. Benefits

Benefit payments are made to participants or their beneficiaries upon death, disability, retirement, or severance of service in the form of a lump-sum distribution. Hardship withdrawals are also available to participants for immediate and severe financial need. Certain penalties may be assigned by the Internal Revenue Service for early withdrawal. In-service distributions are available to participants who have not incurred a severance form service if the participant has reached age 59 ½. The benefits owed to terminated participants who had requested distributions and not been paid amounted to zero at December 31, 2012 and 2011.

8. Forfeitures

Forfeitures will be allocated to qualified plan participants for the plan year based on the ratio of each participant's qualifying compensation to the total qualifying compensation for all eligible participants. Nonvested forfeitures totaled $131 and $222 at December 31, 2012 and 2011, respectively.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This summary of significant accounting policies is presented to assist in understanding the Plan's financial statements. These accounting policies conform to accounting principles generally accepted in the United States of America and have been consistently applied in the preparation of the financial statements.

1. Basis of Accounting

The financial statements have been prepared using the accrual method of accounting.

2. Estimates

The presentation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results could differ from those estimates.

3. Investment Valuation and Income Recognition

Investments in the accompanying statements of net assets available for benefits are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Shares of mutual funds are valued at quoted market prices based on the number of shares held by the Plan at period-end.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Net earnings on investments are allocated to participants on a daily basis.

4. Notes Receivable from Participants

In accordance with FASB ASU 2010-25, *Plan Accounting-Defined Contribution Pension Plans (Topic 962): Reporting Loans to Participants by Defined Contribution Pension Plans,* the Company has classified participant loans as notes receivable from participants. These notes are measured at their unpaid principal balance plus any accrued and unpaid interest. Interest income from notes receivable from participants is recognized when accrued based on individual agreements.

5. Payment of Benefits

Benefits are recorded when paid or segregated for payment.

6. Administrative Costs

Certain custodial, loan fees, distribution fees, and Plan expenses are paid by those participants who are in those types of investments as a direct charge against their account. Expenses relating to the management of Plan assets, recordkeeping, and administrative agents are paid by the Company.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

7. Plan Termination

Although management has not expressed any intent to do so, it has the right under the Plan to discontinue contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of termination, employee accounts will become 100% vested and nonforfeitable. The investments will be held under the Plan, continue to accrue investment earnings, and be used to provide a benefit upon retirement, termination or death. The Plan is not insured by the Pension Benefit Guaranty Corporation (PBGC).

9. Subsequent Events

Management has evaluated subsequent events through July 24, 2013. This date represents the date the financial statements are available to be issued.

NOTE C – RELATED PARTY TRANSACTIONS

The Plan invests in shares of mutual funds managed by OFI Trust Company (OFI). OFI acts as trustee for only those investments as defined by the Plan. Transactions in such investments qualify as party-in-interest transactions which are exempt from the prohibited transactions.

NOTE D – INVESTMENTS

Investments at December 31, 2012 and 2011 are summarized below. Investments that represent five percent or more of the Plan's assets are separately identified.

	2012	2011
Investments at fair value:		
Mutual funds		
Oppenheimer Cash Reserves Fund A	$ 1,111,784	$ 862,940
Oppenheimer Main Street Fund A	635,245	584,920
Oppenheimer Capital Appreciation Fund A	587,269	564,785
Oppenheimer Discovery Fund A	572,095	559,749
Oppenheimer Global Fund A	545,639	506,406
Oppenheimer Global Opportunities Fund A	406,126	397,347
Oppenheimer Developing Markets Fund A	360,594	387,613
Other	1,462,777	1,340,732
	$ 5,681,529	$ 5,204,492

During 2012, the Plan's investments (including investments bought, sold, and held during the year) appreciated in value by $557,422, as follows:

Investments at fair value:	
Mutual funds	$ 557,422

NOTE D – INVESTMENTS - Continued

The Plan provides for various investment options including professionally managed funds that purchase stocks and bonds of publicly traded companies, United States and foreign government obligations, as well as money market funds. Such investments are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with such investments and the level of uncertainty related to changes in the value of such investments, it is at least reasonably possible that changes in risks in the near term could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

The following is the major category of assets measured at fair value on a recurring basis during the years ended December 31, 2012 and 2011, using quoted prices in active markets for identical assets (Level 1); significant other observable inputs (Level 2); and significant unobservable inputs (Level 3).

	2012			
Description	Level 1: Quoted Prices in Active Markets for Identical Assets	Level 2: Significant Other Observable Inputs	Level 3: Significant Unobservable Inputs	Total at December 31, 2012
Mutual funds:				
Equity funds				
International stock	$ 1,578,357	$ -	$ -	$ 1,578,357
Large cap U.S. stock	1,462,429	-	-	1,462,429
Mid cap U.S. stock	195,446	-	-	195,446
Small cap U.S. stock	596,546	-	-	596,546
Bond funds				
Diversified bond	276,371	-	-	276,371
Government bond	168,282	-	-	168,282
Alternative funds				
Alternative	55,371			55,371
Commodities	27,226			27,226
Specialty U.S. stock	16,937			16,937
Balanced funds	192,780	-	-	192,780
Capital preservation	1,111,784	-	-	1,111,784
Total	$ 5,681,529	$ -	$ -	$ 5,681,529

NOTE D – INVESTMENTS – Continued

Description	2011 Level 1: Quoted Prices in Active Markets for Identical Assets	Level 2: Significant Other Observable Inputs	Level 3: Significant Unobservable Inputs	Total at December 31, 2011
Mutual funds:				
Equity funds				
Domestic	$ 2,231,886	$ -	$ -	$ 2,231,886
Global	1,558,498	-	-	1,558,498
Bond funds				
Domestic	72,298	-	-	72,298
Global	134,243	-	-	134,243
Balanced fund	127,991	-	-	127,991
Money market fund	862,940	-	-	862,940
Alternative funds	123,639	-	-	123,639
Multi asset funds	92,997	-	-	92,997
Total	$ 5,204,492	$ -	$ -	$ 5,204,492

NOTE E – INFORMATION CERTIFIED BY PLAN TRUSTEE

The following unaudited information has been certified by OFI Trust Company to be complete and accurate:

1. Plan assets

	2012	2011
Investments at fair value:		
Mutual funds:		
Oppenheimer Cash Reserves Fund A	$ 1,111,784	$ 862,940
Oppenheimer Main Street Fund A	635,245	584,920
Oppenheimer Capital Appreciation Fund A	587,269	564,785
Oppenheimer Discovery Fund A	572,095	559,749
Oppenheimer Global Fund A	545,639	506,406
Oppenheimer Global Opportunities Fund A	406,126	397,347
Oppenheimer Developing Markets Fund A	360,594	387,613
Oppenheimer Limited Term Government Fund A	168,282	69,350
Oppenheimer Small & Mid Cap Value Fund A	144,589	219,554
Oppenheimer Global Strategic Income Fund A	144,464	122,362
Oppenheimer International Small Company Fund A	143,434	218,017
Oppenheimer Main Street Select Fund A	134,534	134,591
Oppenheimer Flexible Strategies Fund A	115,323	127,991
Oppenheimer Core Bond Fund A	108,860	1,136
Oppenheimer Port Series: Active Allocation A	76,579	53,163

NOTE E – INFORMATION CERTIFIED BY PLAN TRUSTEE – Continued

	2012	2011
Oppenheimer International Growth Fund A	$ 58,074	$ 40,358
Oppenheimer Rising Dividends Fund A	55,656	47,423
Oppenheimer Gold & Special Minerals Fund A	55,371	85,439
Oppenheimer Small & Mid Cap Growth Fund A	50,857	56,526
Oppenheimer Port Series: Equity Investor A	45,893	31,703
Oppenheimer Commodity Strat Total Return Fund A	27,226	25,723
Oppenheimer Main Street Small & Mid Cap Fund A	24,451	12,549
Oppenheimer International Bond Fund A	23,047	11,881
Oppenheimer Equity Income Fund A	19,022	16,336
Oppenheimer Real Estate Fund A	16,937	12,477
Oppenheimer Equity Fund A	16,188	12,545
Oppenheimer Global Value Fund A	10,474	8,757
Oppenheimer International Diversified Fund A	8,118	4,403
Oppenheimer Value Fund A	7,420	11,151
Oppenheimer Select Value Fund A	7,095	11,757
Oppenheimer Capital Income Fund A	395	2,987
Oppenheimer Port Series: Moderate Investor A	350	628
Oppenheimer Port Series: Conservative Investor A	91	79
Oppenheimer Global Allocation Fund A	42	34
Oppenheimer Quest International Value Fund A	5	-
Oppenheimer Champion Income Fund A	-	1,812
	$ 5,681,529	$ 5,204,492
Notes receivable from participants	$ 136,878	$ 142,918

2. Additions to the Plan during 2012

Investment income	
Interest and dividend income	$ 84,702
Interest income from notes receivable	4,393
Net appreciation in market value of investments	557,422
	$ 646,517

3. Supplemental Information

Schedule of Assets (Held at End of Year)

NOTE F – TAX STATUS

The Plan obtained its latest determination letter dated December 27, 2011, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The plan administrator and the plan's tax counsel believe that the plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE G – REPORTABLE TRANSACTIONS

The value of the plan assets at the beginning of the plan period was $5,353,533. All individual transactions or series of similar transactions greater than $267,677 (5% of beginning plan assets) are considered to be reportable transactions. There were no reportable transactions in the year ending December 31, 2012.

SUPPLEMENTAL INFORMATION

NAPLETON AUTO WERKS 401(k) PLAN
EIN 36-4077925
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
PLAN NUMBER 001
December 31, 2012

Issuer (b)	Description of investment (c)	Current Value of Investment (e)
* Oppenheimer Funds	Oppenheimer Cash Reserves Fund A	$ 1,111,784
* Oppenheimer Funds	Oppenheimer Main Street Fund A	635,245
* Oppenheimer Funds	Oppenheimer Capital Appreciation Fund A	587,269
* Oppenheimer Funds	Oppenheimer Discovery Fund A	572,095
* Oppenheimer Funds	Oppenheimer Global Fund A	545,639
* Oppenheimer Funds	Oppenheimer Global Opportunities Fund A	406,126
* Oppenheimer Funds	Oppenheimer Developing Markets Fund A	360,594
* Oppenheimer Funds	Oppenheimer Limited Term Government Fund A	168,282
* Oppenheimer Funds	Oppenheimer Small & Mid Cap Value Fund A	144,589
* Oppenheimer Funds	Oppenheimer Global Strategic Income Fund A	144,464
* Oppenheimer Funds	Oppenheimer International Small Company Fund A	143,434
* Oppenheimer Funds	Oppenheimer Main Street Select Fund A	134,534
* Oppenheimer Funds	Oppenheimer Flexible Strategies Fund A	115,323
* Oppenheimer Funds	Oppenheimer Core Bond Fund A	108,860
* Oppenheimer Funds	Oppenheimer Port Series: Active Allocation A	76,579
* Oppenheimer Funds	Oppenheimer International Growth Fund A	58,074
* Oppenheimer Funds	Oppenheimer Rising Dividends Fund A	55,656
* Oppenheimer Funds	Oppenheimer Gold & Special Minerals Fund A	55,371
* Oppenheimer Funds	Oppenheimer Small & Mid Cap Growth Fund A	50,857
* Oppenheimer Funds	Oppenheimer Port Series: Equity Investor A	45,893
* Oppenheimer Funds	Oppenheimer Commodity Strat Total Return Fund A	27,226
* Oppenheimer Funds	Oppenheimer Main Street Small & Mid Cap Fund A	24,451
* Oppenheimer Funds	Oppenheimer International Bond Fund A	23,047
* Oppenheimer Funds	Oppenheimer Equity Income Fund A	19,022
* Oppenheimer Funds	Oppenheimer Real Estate Fund A	16,937
* Oppenheimer Funds	Oppenheimer Equity Fund A	16,188
* Oppenheimer Funds	Oppenheimer Global Value Fund A	10,474
* Oppenheimer Funds	Oppenheimer International Diversified Fund A	8,118
* Oppenheimer Funds	Oppenheimer Value Fund A	7,420
* Oppenheimer Funds	Oppenheimer Select Value Fund A	7,095
* Oppenheimer Funds	Oppenheimer Capital Income Fund A	395
* Oppenheimer Funds	Oppenheimer Port Series: Moderate Investor A	350
* Oppenheimer Funds	Oppenheimer Port Series: Conservative Investor A	91
* Oppenheimer Funds	Oppenheimer Global Allocation Fund A	42
* Oppenheimer Funds	Oppenheimer Quest International Value A	5
Participant loans	Interest rate - 3.25% to 5.00%	136,878
		$ 5,818,407

* - Party-in-interest transaction

(d) - Cost information is omitted due to all transactions being participant-directed.

Schedule C, Part I, line 2(h) Formula Description and Schedule C, Part I, line 3(e) Formula Description

Plan Name: NAPLETON AUTO WERKS 401(K) PLAN

Plan Number: 710154

Broker Dealer: AMERICAN GENERAL SECURITIES IN

Ticker Symbol	Investment Name	Formula used to determine Sub-TA Compensation paid to Ascensus	Formula used to determine 12b-1 Compensation to Broker Dealer
OAAAX	Oppenheimer Port Series Active Alloc A	25 basis points	25 basis points
OEGAX	Oppenheimer Small & Mid Cap Growth A	25 basis points	50 basis points
ODMAX	Oppenheimer Developing Markets Fund A	25 basis points	50 basis points
OAAIX	Oppenheimer Port Series Equity InvA	25 basis points	50 basis points
GLVAX	Oppenheimer Global Value Fund A	25 basis points	50 basis points
OSMAX	Oppenheimer Intl Small Company A	25 basis points	49 basis points
OPMSX	Oppenheimer Main Street Small & Mid CapA	25 basis points	49 basis points
OACIX	Oppenheimer Portfolio Series Conserv A	25 basis points	49 basis points
CGRWX	Oppenheimer Value Fund A	25 basis points	100 basis points
OSVAX	Oppenheimer Select Value Fund A	25 basis points	25 basis points
OIDAX	Oppenheimer Intl Diversified A	25 basis points	50 basis points
OPTFX	Oppenheimer Capital Appreciation Fund A	25 basis points	24 basis points
OPPEX	Oppenheimer Capital Income Fund A	25 basis points	23 basis points
QRAAX	Oppenheimer Commodity Strat Total RtrnA	25 basis points	20 basis points
OREAX	Oppenheimer Real Estate Fund A	25 basis points	15 basis points
QVSCX	Oppenheimer Small & Mid Cap Value Fund A	25 basis points	100 basis points
OPGVX	Oppenheimer Limited Term Govt A	25 basis points	100 basis points
OAEIX	Oppenheimer Equity Income Fund A	25 basis points	100 basis points
CRSXX	Oppenheimer Cash Reserves A	25 basis points	100 basis points
MSIGX	Oppenheimer Main Street Fund A	25 basis points	49 basis points
OAMIX	Oppenheimer Port Series Mod Investor A	25 basis points	N/A
QOPBX	Oppenheimer Flexible Strategies Fund B	N/A	100 basis points
OTGBX	Oppenheimer Capital Appreciation Fund B	N/A	100 basis points

Schedule C, Part I, line 2(h) Formula Description and Schedule C, Part I, line 3(e) Formula Description

Plan Name: NAPLETON AUTO WERKS 401(K) PLAN

Plan Number: 710154

Broker Dealer: AMERICAN GENERAL SECURITIES IN

Ticker Symbol	Investment Name	Formula used to determine Sub-TA Compensation paid to Ascensus	Formula used to determine 12b-1 Compensation to Broker Dealer
OGMBX	Oppenheimer Gold And Spec Minerals B	N/A	100 basis points
OGGIX	Oppenheimer Global Opportunities Fund B	N/A	100 basis points
ODIBX	Oppenheimer Discovery Fund B	N/A	100 basis points
QVGIX	Oppenheimer Global Allocation Fund A	25 basis points	N/A
OPGSX	Oppenheimer Gold And Spec Minerals A	25 basis points	N/A
OPGIX	Oppenheimer Global Opportunities Fund A	25 basis points	N/A
OEQAX	Oppenheimer Equity Fund A	25 basis points	50 basis points
OARDX	OPPENHEIMER Rising Dividends Fund A	25 basis points	N/A
OIBAX	Oppenheimer International Bond Fund A	25 basis points	50 basis points
QVOPX	Oppenheimer Flexible Strategies Fund A	25 basis points	50 basis points
QIVAX	Oppenheimer Quest Intl Val A	25 basis points	50 basis points
OPSIX	Oppenheimer Global Strategic Income A	25 basis points	50 basis points
OPPAX	Oppenheimer Global Fund A	25 basis points	50 basis points
OPOCX	Oppenheimer Discovery Fund A	25 basis points	50 basis points
OPIGX	Oppenheimer Core Bond Fund A	25 basis points	50 basis points
OIGAX	Oppenheimer International Growth Fund A	25 basis points	50 basis points
OPCHX	Oppenheimer Champion Income Fund A	N/A	25 basis points
OMSOX	Oppenheimer Main Street Select Fund A	25 basis points	N/A

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name NAPLETON AUTO WERKS 401(K) PLAN **EIN:** 36-4077925
Plan Sponsor's Name NAPLETON AUTO WERKS **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Oppenheimer	Oppenheimer Global Opportunities Fund A	0	406,126
	Oppenheimer	Oppenheimer Global Strategic Income A	0	144,464
	Oppenheimer	Oppenheimer Capital Appreciation Fund A	0	587,269
	Oppenheimer	Oppenheimer Global Fund A	0	545,639
	Oppenheimer	Oppenheimer Discovery Fund A	0	572,095
	Oppenheimer	Oppenheimer Cash Reserves A	0	1,111,784
	Oppenheimer	Oppenheimer Developing Markets Fund A	0	360,594

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name NAPLETON AUTO WERKS 401(K) PLAN **EIN:** 36-4077925
Plan Sponsor's Name NAPLETON AUTO WERKS **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Oppenheimer	Oppenheimer International Growth Fund A	0	58,074
	Oppenheimer	Oppenheimer Main Street Select Fund A	0	134,534
	Oppenheimer	Oppenheimer Intl Small Company A	0	143,434
	Oppenheimer	Oppenheimer Small & Mid Cap Value Fund A	0	144,589
	Oppenheimer	Oppenheimer Commodity Strat Total RtrnA	0	27,226
	Oppenheimer	Oppenheimer Flexible Strategies Fund A	0	115,323
	Oppenheimer	Oppenheimer Main Street Fund A	0	635,245

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name NAPLETON AUTO WERKS 401(K) PLAN **EIN:** 36-4077925
Plan Sponsor's Name NAPLETON AUTO WERKS **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Oppenheimer	Oppenheimer Limited Term Govt A	0	168,282
	Oppenheimer	Oppenheimer Equity Fund A	0	16,188
	Oppenheimer	Oppenheimer Small & Mid Cap Growth A	0	50,857
	Oppenheimer	Oppenheimer Intl Diversified A	0	8,118
	Oppenheimer	Oppenheimer Gold And Spec Minerals A	0	55,371
	Oppenheimer	Oppenheimer Portfolio Series Conserv A	0	91
	Oppenheimer	Oppenheimer Port Series Mod Investor A	0	350

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name NAPLETON AUTO WERKS 401(K) PLAN **EIN:** 36-4077925
Plan Sponsor's Name NAPLETON AUTO WERKS **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Oppenheimer	Oppenheimer Port Series Active Alloc A	0	76,579
	Oppenheimer	Oppenheimer Port Series Equity InvA	0	45,893
	Oppenheimer	Oppenheimer Quest Intl Val A	0	5
	Oppenheimer	Oppenheimer Main Street Small & Mid CapA	0	24,451
	Oppenheimer	OPPENHEIMER Rising Dividends Fund A	0	55,656
	Oppenheimer	Oppenheimer Select Value Fund A	0	7,095
	Oppenheimer	Oppenheimer Value Fund A	0	7,420

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name NAPLETON AUTO WERKS 401(K) PLAN **EIN:** 36-4077925
Plan Sponsor's Name NAPLETON AUTO WERKS **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Oppenheimer	Oppenheimer Capital Income Fund A	0	395
	Oppenheimer	Oppenheimer Real Estate Fund A	0	16,937
	Oppenheimer	Oppenheimer International Bond Fund A	0	23,047
	Oppenheimer	Oppenheimer Equity Income Fund A	0	19,022
	Oppenheimer	Oppenheimer Core Bond Fund A	0	108,860
	Oppenheimer	Oppenheimer Global Allocation Fund A	0	42
	Oppenheimer	Oppenheimer Global Value Fund A	0	10,474

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name NAPLETON AUTO WERKS 401(K) PLAN **EIN:** 36-4077925
Plan Sponsor's Name NAPLETON AUTO WERKS **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Participants loan Account	Various Rates And Maturities	0	136,878